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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IOPLEX SOFTWARE LLC,

Plaintiff,

v.

ZOHO CORPORATION,

Defendant.

Civil Action No. 21-cv-7362

Document Electronically Filed

COMPLAINT AND JURY DEMAND

Plaintiff, by its attorneys, for its Complaint against Defendant ZOHO Corporation, alleges as follows (on knowledge as to Plaintiff; otherwise on information and belief):

JURISDICTION AND VENUE

1. This is an action for copyright infringement under the United States Copyright Act of 1976, as amended, 17 U.S.C. §§ 101 et seq. (the “Copyright Act”). This Court has jurisdiction pursuant to 28 U.S.C. § 1338(a).

2. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1400(a).

THE PARTIES

3. Plaintiff IOPLEX Software LLC (“IOPLEX”) is a limited liability company organized and existing under the laws of the State of New Jersey with a principal place of business at 217

Prospect Ave., Unit 8-1A, Cranford, New Jersey 07016. IOPLEX's sole member is Michael B. Allen, who is an individual domiciled in Cranford, New Jersey.

4. Defendant ZOHO Corporation ("ZOHO") is a corporation organized and existing under the laws of the State of California, with a principal place of business at 4141 Hacienda Drive, Pleasanton, California 94588. ZOHO is registered to do business in New Jersey and, on information and belief, maintains an office in New Jersey. Moreover, IOPLEX's claims in this matter relate to or arise out of ZOHO's contacts with New Jersey, including ZOHO's extensive communications and negotiations with IOPLEX concerning the scope of the licenses it wished to purchase for IOPLEX's software.

CLAIMS OF COPYRIGHT INFRINGEMENT

5. Plaintiffs repeat and reallege each of the allegations contained in paragraphs 1 through 4.

6. IOPLEX develops and licenses computer software, including Jespa, which provides a "Single Sign-On" ("SSO") feature that enables users to log in to separate software systems and/or websites by entering their ID and password only once.

7. Since the original version of Jespa was created, IOPLEX has created several subsequent versions of the software. The versions of Jespa that are pertinent to this action include versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5.

8. Allen created the original version of Jespa, and all subsequent versions of Jespa, as "works made for hire" in his capacity as the sole employee of IOPLEX. To the extent each version of Jespa cannot be deemed works made for hire, Allen has assigned all of his interest in the copyrights thereto to IOPLEX.

9. IOPLEX has registered the copyrights to each of Jespa versions 1.0.0, 1.1.19, 1.2.0,

1.2.2, 1.2.4, and 1.2.5. (*See* Exhibit A)

10. ZOHO is a software company that develops primarily cloud based business applications under its ZOHO brand and primarily IT management products under its ManageEngine brand. ZOHO has more than 50 software products that it licenses to customers.

11. In August 2009, IOPLEX and ZOHO entered into an IOPLEX Software Embedded Distribution License Agreement (the “2009 Agreement”), pursuant to which IOPLEX granted ZOHO a license to embed Jespa into two of its software products. The 2009 Agreement, however, restricted the ZOHO products in which Jespa could be embedded to two fields of use: (1) IT help desk and asset management and (2) IT password management. In other words, the 2009 Agreement stated that ZOHO did not have a license to embed Jespa in (a) any products that were used for fields other than IT help desk and asset management or IT password management, and (b) a third product in any field.

12. The 2009 Agreement resulted from two months of detailed, and at times contentious, negotiations over the scope of the contract. For example, early in the negotiations, ZOHO was requesting that IOPLEX grant a license for ZOHO to embed Jespa in all of its products, regardless of the number of products, and without any field-of-use restrictions. IOPLEX rejected this request and ZOHO relented, agreeing to limits of two products and two fields of use.

13. In March 2011, IOPLEX and ZOHO entered into a second IOPLEX Software Embedded Distribution License Agreement (the “2011 Agreement”), pursuant to which IOPLEX granted ZOHO a license to embed Jespa into one more of its software products; provided, however, that the product was limited to the following fields of use: (1) performance monitoring of network devices and applications and (2) configuration and management of routers, switches, firewalls and VPNs.

14. The 2011 Agreement resulted from six months of detailed negotiations, including

another discussion of ZOHO's desire to purchase a license unrestricted by field of use. Early in the negotiations preceding the 2011 Agreement, ZOHO proposed that it pay IOPLEX a percentage of its sales of one ZOHO product into which Jespa would be embedded, but which would also permit other applications, including those of ZOHO's customers and those of other companies, to achieve the SSO functionality provided by Jespa indirectly and without embedding Jespa in those other applications. Ultimately, however, the prices ZOHO proposed were not acceptable to IOPLEX, and ZOHO did not accept IOPLEX's counterproposals. Instead, IOPLEX and ZOHO agreed to a license for one product in two fields of use.

15. In or about May 2018, IOPLEX discovered that ZOHO was distributing Jespa on its own, and not embedded in any ZOHO product, free-of-charge and without limitation, to anyone who chose to download it. IOPLEX informed ZOHO that by distributing Jespa without embedding it in an authorized product, ZOHO was infringing on IOPLEX's copyrights. ZOHO asserted that it was an inadvertent error intended to provide a fix for customers who were experiencing "SSO breakage."

16. In response to IOPLEX's demand, ZOHO removed the offending content from its website. Because the Jespa file that ZOHO was distributing on its own was activated with ZOHO's license key, IOPLEX revoked the compromised license key to stop individuals who may have downloaded the Jespa file from extracting and using ZOHO's license key, and reissued a new license key to ZOHO.

17. In or about October 2020, IOPLEX discovered that ZOHO has been embedding Jespa in many of its products, including many products that fall outside the fields of use described in the 2009 Agreement and the 2011 Agreement. Moreover, although the 2009 Agreement and the 2011 Agreement restricted ZOHO to embedding Jespa in only three products, ZOHO has been embedding Jespa in far more products than that.

18. ZOHO products in which Jespa has been used or embedded outside the 2009 Agreement and the 2011 Agreement include:

- ADSelfService Plus;
- AD360;
- NetFlow Analyzer;
- ADManager Plus;
- Access Manager Plus;
- FirewallAnalyzer;
- Key Manager Plus; and
- SupportCenter Plus.

19. IOPLEX expects to identify through discovery additional ZOHO products in which Jespa has been used or embedded outside the 2009 Agreement and the 2011 Agreement.

20. By embedding Jespa in products other than the three for which IOPLEX granted licenses, and thereafter distributing those products to its customers, ZOHO has copied Jespa without a license and thereby infringed IOPLEX's copyrights in Jespa.

21. By embedding Jespa in products that fall outside the fields of use for which IOPLEX granted licenses, and thereafter distributing those products to its customers, ZOHO has copied Jespa without a license and thereby infringed IOPLEX's copyrights in Jespa.

22. The purposes of field of use restrictions such as those in the 2009 Agreement and the 2011 Agreement include, inter alia, to prevent IOPLEX's customers from creating a product that would compete with Jespa itself.

23. By embedding Jespa in products that fall outside of the field of use restrictions, ZOHO has infringed on IOPLEX's copyright in order to create at least two products that do, in fact, compete

with Jespa. Specifically, ZOHO has included Jespa in products called ADSelfService Plus and AD360, both of which use Jespa for SSO authentication not only for ZOHO's own cloud applications, but also for cloud applications from other companies, including IBM, HP, Google, Oracle, Microsoft, and Dropbox.

24. ZOHO's infringement of IOPLEX's copyrights in Jespa has usurped revenue that IOPLEX would have earned had it licensed and distributed Jespa itself to the customers to whom ZOHO distributed Jespa.

25. When ZOHO distributed Jespa outside the field-of-use and product restrictions, IOPLEX informed ZOHO that it was infringing on IOPLEX's copyright and demanded that ZOHO stop. ZOHO's knowledge of these prior incidents demonstrates that ZOHO willfully infringed IOPLEX's copyright when it embedded Jespa in products for which it had no license to do so.

COUNT ONE (Copyright Infringement - 17 U.S.C. § 501)

26. Plaintiff repeat and reallege each of the allegations contained in paragraphs 1 through 24.

27. IOPLEX owns the copyrights in Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5.

28. IOPLEX has registered the copyrights in Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5.

29. By copying and distributing Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5 without a license to do so, ZOHO has infringed on IOPLEX's copyrights therein.

30. Because ZOHO knew it had no license to distribute Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5 outside of the product and field-of-use limitations in the 2009 Agreement and the 2011 Agreement, its infringement of IOPLEX's copyrights was willful.

31. As a result of ZOHO's infringement of IOPLEX's copyrights, IOPLEX has been damaged in an amount to be proven at trial.

32. By continuing to distribute copies of Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5 without a license to do so, ZOHO threatens to continue committing copyright infringement. Unless this Court restrains ZOHO from committing further acts of copyright infringement, IOPLEX will suffer irreparable injury for which they have no adequate remedy at law.

WHEREFORE, Plaintiff prays that:

(I) ZOHO, its agents, servants, employees, and all persons acting under its permission and authority, be enjoined and restrained from infringing, in any manner, IOPLEX's copyrighted software, specifically Jespa versions 1.0.0, 1.1.19, 1.2.0, 1.2.2, 1.2.4, and 1.2.5, pursuant to 17 U.S.C. § 502;

(II) ZOHO be ordered to pay IOPLEX's actual damages and ZOHO's profits, pursuant to 17 U.S.C. § 504(b);

(III) ZOHO, in the alternative, be ordered to pay statutory damages, pursuant to 17 U.S.C. § 504(c);

(IV) ZOHO be ordered to pay costs, including a reasonable attorney's fee, pursuant to 17 U.S.C. § 505; and

(V) The Court order such other and further relief as is just and equitable.

Dated: March 30, 2021
Newark, New Jersey

GIBBONS P.C.

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Attorneys for Plaintiff IOPLEX Software LLC

JURY DEMAND

Plaintiffs hereby demand a jury on all issues so triable.

Dated: March 30, 2021
Newark, New Jersey

GIBBONS P.C.

By: s/ Christopher H. Strate
Christopher H. Strate
Robert E. Rudnick Robert E. Rudnick (*pro hac*
to be filed)
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Attorneys for Plaintiff IOPLEX Software LLC

EXHIBIT A

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Shira Perlmutter

United States Register of Copyrights and Director

Registration Number

TX 8-908-386

Effective Date of Registration:

November 05, 2020

Registration Decision Date:

November 06, 2020

Title

Title of Work: Jespa 1.0.0

Completion/Publication

Year of Completion: 2009

Date of 1st Publication: April 30, 2009

Nation of 1st Publication: United States

Author

- Author: Michael Brewster Allen
- Author Created: computer program
- Work made for hire: No
- Citizen of: United States
- Domiciled in: United States
- Year Born: 1972

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC

217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Transfer statement: By written agreement

Rights and Permissions

Organization Name: IOPLEX Software LLC

Name: Michael Brewster Allen

Email: miallen@ioplex.com

Telephone: (908)377-7833

Alt. Telephone: (201)467-5391

Address: 217 Prospect Ave.

Unit 8-1A
Cranford, NJ 07016 United States

Certification

Name: Michael Brewster Allen
Date: November 05, 2020

Correspondence: Yes

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Shirley Perlmutter

United States Register of Copyrights and Director

Registration Number

TX 8-927-834

Effective Date of Registration:

November 22, 2020

Registration Decision Date:

January 15, 2021

Title

Title of Work: Jespa 1.1.19

Completion/Publication

Year of Completion: 2013

Date of 1st Publication: June 04, 2013

Nation of 1st Publication: United States

Author

- Author: IOPLEX Software LLC
- Author Created: computer program
- Work made for hire: Yes
- Citizen of: United States

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC
217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Limitation of copyright claim

Material excluded from this claim: computer program
Previous registration and year: TX0008908386, 2020
New material included in claim: computer program

Rights and Permissions

Organization Name: IOPLEX Software LLC
Name: Michael Brewster Allen
Email: miallen@ioplex.com
Telephone: (908)377-7833
Address: 217 Prospect Ave.

Unit 8-1A
Cranford, NJ 07016 United States

Certification

Name: Michael B Allen
Date: November 22, 2020

Correspondence: Yes
Copyright Office notes: Regarding special handling request: Claim upgraded for special handling per request received on 1/12/2021 due to pending or prospective litigation.

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Shirley R. Krumholz

United States Register of Copyrights and Director

Registration Number

TX 8-927-836

Effective Date of Registration:

November 22, 2020

Registration Decision Date:

January 15, 2021

Title

Title of Work: Jespa 1.2.0

Completion/Publication

Year of Completion: 2017
 Date of 1st Publication: March 24, 2017
 Nation of 1st Publication: United States

Author

- Author: IOPLEX Software LLC
- Author Created: computer program
- Work made for hire: Yes
- Citizen of: United States

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC
 217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Limitation of copyright claim

Material excluded from this claim: computer program
 Previous registration and year: TX0008908386, 2020
 TX0008927834, 2020

New material included in claim: computer program

Rights and Permissions

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Cranford, NJ 07016 United States

Certification

Name: Michael B Allen
Date: November 22, 2020

Correspondence: Yes
Copyright Office notes: Regarding special handling request: Claim upgraded for special handling per request received on 1/12/2021 due to pending or prospective litigation.

Certificate of Registration



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Shirley R. Krumholz

United States Register of Copyrights and Director

Registration Number

TX 8-927-837

Effective Date of Registration:

November 22, 2020

Registration Decision Date:

January 15, 2021

Title

Title of Work: Jespa 1.2.2

Completion/Publication

Year of Completion: 2017
Date of 1st Publication: August 15, 2017
Nation of 1st Publication: United States

Author

• Author: IOPLEX Software LLC
Author Created: computer program
Work made for hire: Yes
Citizen of: United States

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC
217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Limitation of copyright claim

Material excluded from this claim: computer program
Previous registration and year: TX0008927836, 2020
New material included in claim: computer program

Rights and Permissions

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Unit 8-1A
Cranford, NJ 07016 United States

Certification

Name: Michael B Allen
Date: November 22, 2020

Correspondence: Yes
Copyright Office notes: Regarding special handling request: Claim upgraded for special handling per request received on 1/12/2021 due to pending or prospective litigation.

Certificate of Registration



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Shirley Perlmutter

United States Register of Copyrights and Director

Registration Number

TX 8-927-838

Effective Date of Registration:

November 22, 2020

Registration Decision Date:

January 15, 2021

Title

Title of Work: Jespa 1.2.4

Completion/Publication

Year of Completion: 2018
 Date of 1st Publication: September 26, 2018
 Nation of 1st Publication: United States

Author

- Author: IOPLEX Software LLC
- Author Created: computer program
- Work made for hire: Yes
- Citizen of: United States

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC
 217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Limitation of copyright claim

Material excluded from this claim: computer program
 Previous registration and year: TX0008927837, 2020
 New material included in claim: computer program

Rights and Permissions

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 Name: Michael Brewster Allen
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 Alt. Telephone: (201)467-5391

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Cranford, NJ 07016 United States

Certification

Name: Michael B Allen
Date: November 22, 2020

Correspondence: Yes
Copyright Office notes: Regarding special handling request: Claim upgraded for special handling per request received on 1/12/2021 due to pending or prospective litigation.

Certificate of Registration



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Shirley R. Krumholz

United States Register of Copyrights and Director

Registration Number

TX 8-927-984

Effective Date of Registration:

January 16, 2021

Registration Decision Date:

January 19, 2021

Title

Title of Work: Jespa 1.2.5

Completion/Publication

Year of Completion: 2018
 Date of 1st Publication: October 19, 2018
 Nation of 1st Publication: United States

Author

- Author: IOPLEX Software LLC
- Author Created: computer program
- Work made for hire: Yes
- Citizen of: United States

Copyright Claimant

Copyright Claimant: IOPLEX Software LLC
 217 Prospect Ave., Unit 8-1A, Cranford, NJ, 07016, United States

Limitation of copyright claim

Material excluded from this claim: computer program
 Previous registration and year: TX0008927838, 2020
 TX0008927837, 2020

New material included in claim: computer program

Rights and Permissions

Organization Name: IOPLEX Software LLC
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Certification

Name: Michael B Allen
Date: January 16, 2021

Correspondence: Yes